

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MELVYN KLEIN, Derivatively On Behalf Of
CROWN CASTLE INTERNATIONAL CORP.,

Plaintiff,

vs.

P. ROBERT BARTOLO, JAY A. BROWN, CINDY
CHRISTY, ARI Q. FITZGERALD, ROBERT E.
GARRISON II, ANDREA J. GOLDSMITH, LEE W.
HOGAN, EDWARD C. HUTCHESON, JR., J.
LANDIS MARTIN, ROBERT F. MCKENZIE,
ANTHONY J. MELONE, AND W. BENJAMIN
MORELAND,

Defendants,

CROWN CASTLE INTERNATIONAL CORP.,

Nominal Defendant.

C.A. No. 20-cv-00606-MN

JOSEPH BRUNO, derivatively on behalf of
CROWN CASTLE INTERNATIONAL CORP.,

Plaintiff,

vs.

JAY A. BROWN, DANIEL K. SCHLANGER, P.
ROBERT BARTOLO, CINDY CHRISTY, ARI Q.
FITZGERALD, ROBERT E. GARRISON II,
ANDREA J. GOLDSMITH, LEE W. HOGAN,
EDWARD C. HUTCHESON, JR., J. LANDIS
MARTIN, ROBERT F. MCKENZIE, ANTHIBY J.
MELONE, and W. BENJAMIN MORELAND,

Defendants,

and

CROWN CASTLE INTERNATIONAL CORP.,

Nominal Defendant.

C.A. No. 20-cv-00703-MN

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SEAN DEVERS, derivatively on behalf of
CROWN CASTLE INTERNATIONAL CORP.,

Plaintiff,

vs.

JAY A. BROWN, DANIEL K. SCHLANGER,
P. ROBERT BARTOLO, CINDY CHRISTY,
ARI Q. FITZGERALD, ROBERT E.
GARRISON II, ANDREA J. GOLDSMITH,
LEE W. HOGAN, EDWARD C.
HUTCHESON, JR., J. LANDIS MARTIN,
ROBERT F. MCKENZIE, ANTHONY J.
MELONE, and W. BENJAMIN MORELAND,

Defendants,

and

CROWN CASTLE INTERNATIONAL CORP.,

Nominal Defendant.

C.A. No. 20-00722-MN

STIPULATION AND ORDER

WHEREAS, on April 29, 2020, plaintiff Melvyn Klein (“Plaintiff Klein”), derivatively on behalf of Crown Castle International Corp. (“Crown Castle” or the “Company”), filed a Verified Shareholder Derivative Complaint against Defendants P. Robert Bartolo, Jay A. Brown, Cindy Christy, Ari Q. Fitzgerald, Robert E. Garrison II, Andrea J. Goldsmith, Lee W. Hogan, Edward C. Hutcheson, Jr., J. Landis Martin, Robert F. McKenzie, Anthony J. Melone, and W. Benjamin Moreland (collectively, the “Klein Individual Defendants” and, together with Nominal Defendant Crown Castle International Corp, the “Defendants”), captioned *Klein v. Bartolo, et al.*, C.A. No. 20-00606-MN (the “*Klein* Action”);

WHEREAS, on May 29, 2020, Plaintiff Joseph Bruno filed a substantially similar shareholder derivative action on behalf of Crown Castle in this Court against the Individual

Defendants, as well as against individual defendant Daniel K. Schlanger (collectively “Individual Defendants”), asserting substantially similar factual allegations and making the same claims as the *Klein* Action. The matter is captioned *Bruno v. Brown, et al.*, C.A. No. 20-00703-MN (the “*Bruno* Action”);

WHEREAS, on May 26, 2020, Plaintiff Sean Devers filed a substantially similar shareholder derivative action on behalf of Crown Castle in this Court against the Individual Defendants, asserting substantially similar factual allegations and making the same claims as the *Klein* and *Bruno* Actions. The matter is captioned *Devers v. Brown, et al.*, C.A. No. 20-00722 (the “*Devers* Action,” and, together with the *Klein* and *Bruno* Actions, the “Derivative Actions”);

WHEREAS, the Derivative Actions challenge the same alleged conduct by the same Company directors and officers, involve substantially similar questions of law and fact, allege breaches of fiduciary duties and other claims concerning the same events, identify many of the same purported misstatements, and seek substantially the same relief;

WHEREAS the parties therefore respectfully submit that consolidation of the Derivative Actions is appropriate;

WHEREAS, cases pending before the court may be consolidated under Federal Rule of Civil Procedure 42 if the actions involve a common question of law or fact;

WHEREAS, the Derivative Actions involve a common question of law or fact;

WHEREAS, to avoid potentially duplicative actions and to prevent any waste of the Court’s resources, the parties agree that the Derivative Actions should be consolidated with each other for all purposes, including pre-trial proceedings and trial, into a single consolidated action (“the Consolidated Derivative Action”);

WHEREAS, in order to realize the efficiencies made possible by consolidation of the

Derivative Actions, the Plaintiffs agree that The Brown Law Firm, P.C. and Gainey McKenna & Egleston, the respective resumes of which are attached hereto as Exhibits A, and B, shall be designated as Co-Lead Counsel representing Plaintiffs in the Consolidated Derivative Action; and

WHEREAS the Plaintiffs also agree that O’Kelly & Ernst, LLC and Farnan LLP shall be designated Co-Liaison Counsel representing plaintiffs in the consolidated action;¹

WHEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The Derivative Actions are hereby related to each other.
2. The Derivative Actions are also hereby consolidated for all purposes, including pre-trial proceedings and trial, under Case No. 20-cv-00606-MN.

<u>Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Klein v. Bartolo, et al.</i>	20-00606-MN	April 29, 2020
<i>Bruno v. Brown, et al.</i>	20-00703-MN	May 26, 2020
<i>Devers v. Brown, et al.</i>	20-00722-MN	May 29, 2020

¹ Defendants do not oppose consolidation and take no position on the appointment of lead counsel in the Consolidated Derivative Action.

3. Every pleading filed in the Consolidated Derivative Action, or in any separate action included herein, must bear the following caption:

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE CROWN CASTLE INTERNATIONAL
CORP. DERIVATIVE LITIGATION

C.A. No. 20-00606-MN

CONSOLIDATED

4. All papers filed in connection with the Consolidated Derivative Action shall be filed in C.A. 20-cv-00606-MN.

5. Co-Lead Counsel for plaintiffs for the conduct of the Consolidated Derivative Action shall be:

GAINEY McKENNA & EGLESTON

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THE BROWN LAW FIRM, P.C.

Timothy Brown
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Facsimile: (516) 344-6204
Email: tbrown@thebrownlawfirm.net

6. Co-Liaison Counsel for the conduct of the Consolidated Action shall be:

Brian E. Farnan
Michael J. Farnan
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7. Plaintiffs' Co-Lead Counsel shall have the sole authority to speak for Plaintiffs in all matters regarding pre-trial procedure, trial, and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

8. Co-Lead Counsel will be responsible for coordinating all activities and appearances on behalf of Plaintiffs. No motion, request for discovery, or other pre-trial or trial proceedings will be initiated or filed by any plaintiffs except through Co-Lead Counsel.

9. Co-Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel and shall make all filings with the Court and ensure compliance with the Local Rules.

10. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representative of Co-Lead Counsel, and such agreements shall be binding on all Plaintiffs.

11. This Order shall apply to each derivative case arising out of the same, or substantially the same, transactions or events as the Consolidated Derivative Action, that is subsequently filed in, removed to, reassigned to, or transferred to this Court. When a derivative case that properly belongs as part of *In re Crown Castle International Corp. Derivative Litigation*,

C.A. No. 20-00606-MN, is hereafter filed in this Court, reassigned to this Court, or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the Clerk of the Court the filing, reassignment, or transfer of any derivative case that might properly be consolidated as part of *In re Crown Castle International Corp. Derivative Litigation*, C.A. No. 20-00606-MN, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this order.

12. Defendants accept service of the respective complaints that were filed in the Derivative Actions.

13. The parties shall submit a proposed schedule to the Court within forty-five (45) days of entry of this Order.

14. The parties' proposed schedule will include designating an operative complaint in the Consolidated Derivative Action or filing a consolidated complaint, which would replace the complaints filed in the derivative actions, and Defendants responding to the operative or consolidated complaint. Defendants are not required to answer or otherwise respond to the respective complaints filed in the Derivative Actions.

15. The parties are not waiving any rights, claims, or defenses of any kind except as expressly stated herein.

Dated: June 19, 2020

FARNAN LLP

By: /s/ Brian E. Farnan
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Michael J. Farnan (Bar No. 5165)
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[Proposed] Co-Lead Counsel for Plaintiffs

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Counsel for Plaintiff Bruno

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/s/ Blake Rohrbacher

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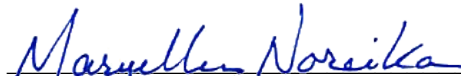
New York, New York 10019

(212) 474-1000

rskaistis@cravath.com

Counsel for Defendants

IT IS SO ORDERED this 23rd day of June, 2020



The Honorable Maryellen Noreika
United States District Judge